



AWARE SUPER PTY LTD

(formerly FSS Trustee Corporation)

ABN 11 118 202 672

Financial Report

For the year ended 30 June 2021

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Independent Auditor's Report to the Board of Directors of Aware Super Pty Ltd

Opinion

We have audited the financial report of Aware Super Pty Ltd (the "Company") which comprises the statement of financial position as at 30 June 2021, the statement of comprehensive income, the statement of changes in equity and the statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies, and the directors' declaration.

In our opinion, the accompanying financial report of the company is in accordance with the *Corporations Act 2001*, including:

- Giving a true and fair view of the Company's financial position as at 30 June 2021 and of its financial performance for the year then ended; and
- Complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

Basis for Opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Report section of our report. We are independent of the Company in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional & Ethical Standards Board's APES 110 Code of Ethics for Professional Accountants (*including Independence Standards*) (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

We confirm that the independence declaration required by the *Corporations Act 2001*, which has been given to the directors of the Company, would be in the same terms if given to the directors as at the time of this auditor's report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Information

The directors are responsible for the other information. The other information comprises the information included in the Company's Directors' report for the year ended 30 June 2021, but does not include the financial report and our auditor's report thereon.

Our opinion on the financial report does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial report or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Directors for the Financial Report

The directors of the Company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

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In preparing the financial report, the directors are responsible for assessing the ability of the Company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Financial Report

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial report.

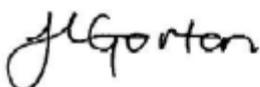
As part of an audit in accordance with the Australian Auditing Standards, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial report or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Deloitte Touche Tohmatsu

DELOITTE TOUCHE TOHMATSU



Joanne Gorton
Partner
Chartered Accountants
Sydney, 23 September 2021



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23 September 2021

Board of Directors
Aware Super Pty Ltd
Level 28
388 George Street
Sydney NSW 2000

Dear Board Members

Auditor's Independence Declaration to Aware Super Pty Ltd

In accordance with section 307C of the Corporations Act 2001, I am pleased to provide the following declaration of independence to the Board of Directors of Aware Super Pty Ltd.

As lead audit partner for the audit of the financial statements of Aware Super Pty Ltd for the year ended 30 June 2021, I declare that to the best of my knowledge and belief, there have been no contraventions of:

- The auditor independence requirements of the Corporations Act 2001 in relation to the audit; and
- Any applicable code of professional conduct in relation to the audit.

Yours faithfully

Deloitte Touche Tohmatsu

DELOITTE TOUCHE TOHMATSU

Joanne Gorton
Partner
Chartered Accountant

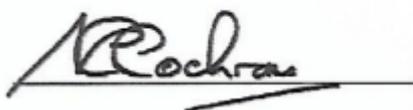
Directors' Declaration

The Directors declare that:

- a) In the Directors' opinion, there are reasonable grounds to believe that the Aware Super Pty Ltd (formerly FSS Trustee Corporation) will be able to pay its debts as and when they become due and payable;
- b) In the Directors' opinion, the attached financial statements and notes thereto are in compliance with International Financial Reporting Standards, as stated in Note 2 to the financial statements; and
- c) In the Directors' opinion, the attached financial statements and notes thereto are in accordance with the Corporations Act 2001, including compliance with accounting standards and give a true and fair view of the financial position and performance of the Aware Super Pty Ltd.

Signed in accordance with a resolution of the Directors made pursuant to Section 295(5) of the Corporations Act 2001.

On behalf of the Directors



Director
Aware Super Pty Ltd



Director
Aware Super Pty Ltd

Signed at 388 George Street, Sydney this 23rd day of September 2021.

Directors' Report

The Directors of Aware Super Pty Ltd (the "Trustee") submit herewith the annual report of the Trustee for the financial year ended 30 June 2021. To comply with the Corporations Act 2001, the Directors report as follows:

Directors

The Directors of the Trustee at any time during the financial year were:

Mr N Cochrane

Mr G Bunney

Ms P Carew

Mr J Dixon

Ms J Furlan

Dr R Kelly (resigned, 30 June 2021)

Mr P Moffitt

Mr M Morey

Ms R Ramwell

Ms N Steer

Mr T Symondson

Mrs A Masiero (appointed, 1 July 2020)

Ms G Bell (appointed, 1 July 2020)

Ms P Faulkner (appointed, 1 July 2020)

Mr T Bates (appointed, 1 July 2020)

The Directors of the Trustee appointed since 30 June 2021, the end of the financial year, were:

Ms A Nigro (appointed, 1 July 2021)

Principal Activities

The principal activity of the Trustee is the provision of trustee services for Aware Super (formerly the First State Superannuation Scheme) (the "Fund").

Review of Operations

The operating profit after deducting income tax expense for the year was \$Nil (2020: \$Nil).

Successor Fund Transfer with Western Australian Superannuation Fund

On 3 December 2020, the Trustee in its capacity as trustee of Aware Super completed a Successor Fund Transfer (SFT) with the Western Australian Superannuation Fund ("WA Super"), with the assets and liabilities of WA Super being transferred into Aware Super as of this date.

Directors' Report (continued)

Changes in State of Affairs

On the 1 July 2020, the Trustee in its capacity as trustee of Aware Super became party to a Group Resource Agreement with VicSuper Pty Ltd to act as an employing entity for the Aware Super Group.

There was no other significant change in the state of affairs of the Trustee during the financial year.

Significant Events

COVID-19 was declared a pandemic by the World Health Organisation on 11 March 2020. The economic impacts of the pandemic have increased uncertainty in the economies that the Company operates in, and increased risk in the underlying assumptions applied in the Company's business initiatives. The length and severity of the pandemic's impact on the Company's operations is uncertain and is partly dependent on the success of government departments' responses in addressing the pandemic. These changes in market conditions are being managed in part by the Company's monitoring of liquidity risk, through the modelling of future cash flow expectations and forecasts, including the performance of scenario analyses, which is part of the Company's Risk Management Framework

Operationally, the Company has had to invoke its business continuity plans and has changed its operating model to ensure the safety of staff and compliance with recommendations and regulatory policy requirements issued by government departments. Where local lockdowns have required office closures, the majority of employees in those locations have worked from home and the operations of the Company have continued uninterrupted.

The Company will continue to monitor and respond to the evolving impact of COVID-19 on the operational and financial performance of the Company.

Subsequent Events

On 29 July 2021, the Board approved the business case to proceed with a proposed Successor Fund Transfer (SFT) with The Victorian Independent Schools Superannuation Fund (VISSF), with the intended SFT date being in November 2021.

Directors' Report (continued)

Directors' Meetings

The following table sets out the number of Directors' meetings (including meetings of committees of Directors) held during the financial year and the number of meetings attended by each Director (whilst they were a Director or committee member).

Directors	Board of Directors		Audit, Risk and Compliance Committee		Investment Committee		Member Services Committee		Remuneration and Human Resources Committee		Governance and Nominations Committee		Direct Assets Committee ²	
	H	A	H	A	H	A	H	A	H	A	H	A	H	A
N Cochrane	9	9			7	7					6	6		
G Bunney	9	9	5	5	7	7							2	2
P Carew	9	9					6	6	7	7				
J Dixon	9	8	5	5					7	6				
J Furlan	9	9					6	6	7	7				
Dr R Kelly	9	9			7	6					6	6	2	1
P Moffitt	9	9			7	7							2	2
M Morey	9	7					6	6			6	5		
R Ramwell	9	9	5	5										
N Steer	9	9					6	5			6	6		
T Symondson	9	9							7	7	6	6		
Ms A Maseiro	9	9	5	4					7	6				
Ms G Bell	9	9	5	5	7	7								
Ms P Faulkner AO	9	9									6	6	2	2
Mr T Bates	9	8	5	4			6	6						

H: Number of meetings held during the time the Director held office or was a member of the committee during the year. This table does not include attendance at Board meetings of any controlled entities.

A: Number of meetings attended.

1. The Claims Review Committee was not required to meet this year and therefore not included in the table above.
2. The Direct Assets Committee is not a Board committee but is included here for completeness.

Directors' Report (continued)

Directors' Benefits

Since 1 July 2020, no Director of the Trustee has received or become entitled to receive a benefit by reason of a commercial contract made by the Trustee or a related corporation with the Director or with a firm of which the Director is a member, or with an entity in which the Director has a substantial financial interest.

Indemnification of officers and auditors

During the financial year, the Fund paid a premium in respect of a contract insuring the Directors of the Trustee, the company secretary and all executives of the Trustee and of any related body corporate against a liability incurred as a Director, secretary or executive to the extent permitted by the Corporations Law. Our insurers prohibit the disclosure of the nature of the liability and the amount of the premium.

The Trustee has not otherwise, during or since the end of the financial year, except to the extent permitted by law, indemnified or agreed to indemnify an officer of the Trustee or of any related body corporate against a liability incurred as an officer.

Dividends

The Trustee's Constitution provides that no profit or dividends can be distributed to the members, either during the ordinary course of business or on a winding up or other dissolution of the Company.

Future Developments

The disclosure of information regarding likely developments in the operations of the Trustee in future financial years and the expected results of those operations, because of their commercial sensitivity, could result in unreasonable prejudice to the Trustee. Accordingly, this information has not been disclosed in this report.

Auditor's Independence Declaration

The Auditor's Independence Declaration is included on page 3 of the annual report.

Rounding of amounts

The Company is a company of the kind referred to in *ASIC Corporations (Rounding in Financial/Directors Reports) Instrument 2016/191* dated 24 March 2016, and in accordance with that Corporations Instrument amounts in the Directors' report and the financial statements are rounded off to the nearest dollar, unless otherwise indicated.

Directors' Report (continued)

The Directors' report is signed in accordance with a resolution of the Directors made pursuant to Section 298(2) of the Corporations Act 2001.

On behalf of the Directors



Director
Aware Super Pty Ltd



Director
Aware Super Pty Ltd

Signed at 388 George Street, Sydney this 23rd day of September 2021.

Statement of Financial Position

as at 30 June 2021

	Note	2021 \$	2020 \$
Current assets			
Cash and cash equivalents		14	13
Receivables	4	55,923	43,718
Total current assets		55,937	43,731
Total assets		55,937	43,731
Current liabilities			
Accounts payable		55,923	43,718
Total current liabilities		55,923	43,718
Total liabilities		55,923	43,718
Net assets		14	13
Equity			
Issued capital		14	13
Total equity		14	13

The above statement of financial position should be read in conjunction with the accompanying notes.

Statement of Profit or Loss and Other Comprehensive Income for the year ended 30 June 2021

	Note	2021 \$	2020 \$
Revenue			
Revenue from continuing operations	3	1,722,039	1,679,073
Total revenue		1,722,039	1,679,073
Expenses			
Other expenses		1,722,039	1,679,073
Total expenses		1,722,039	1,679,073
Net profit/(loss) before income tax		-	-
Income tax expense		-	-
Net profit/(loss) after income tax		-	-
Other comprehensive income		-	-
Total comprehensive income attributable to members of the Company		-	-

The above statement of profit and loss and other comprehensive income should be read in conjunction with the accompanying notes.

Statement of Cash Flows

for the year ended 30 June 2021

	2021 \$	2020 \$
Cash flows from operating activities		
Cash receipts in the course of operations	1,709,835	1,668,278
Cash payments in the course of operations	(1,709,835)	(1,668,278)
Net cash flow from operating activities	-	-
Cash flows from investing activities		
Net cash flow from investing activities	-	-
Cash flows from financing activities		
Proceeds from issue of preference shares	4	2
Redemption of preference shares	(3)	(2)
Net cash from financing activities	1	-
Net increase in cash and cash equivalents	1	-
Cash and cash equivalents at the beginning of the financial year	13	13
Cash and cash equivalents at the end of the financial year	14	13

The above statement of cash flows should be read in conjunction with the accompanying notes.

Statement of Changes in Equity for the year ended 30 June 2021

	Note	Contributed equity \$	Retained earnings \$	Total \$
Balance at 1 July 2019		13	-	13
Issue of preference shares	7	2	-	2
Redemption of preference shares	7	(2)	-	(2)
Total comprehensive income for the year, net of income tax		-	-	-
Balance at 30 June 2020		13	-	13
Balance at 1 July 2020		13	-	13
Issue of preference shares	7	4	-	4
Redemption of preference shares	7	(3)	-	(3)
Total comprehensive loss for the year, net of income tax		-	-	-
Balance at 30 June 2021		14	-	14

The above statement of changes in equity should be read in conjunction with the accompanying notes.

Notes to the Financial Statements

1. Operations of the Trustee Company

Aware Super Pty Ltd (ABN 11 118 202 672) (the "Trustee") is the trustee of Aware Super (ABN 53 226 460 365) (the "Fund"). The Fund is both a defined contribution and a defined benefit superannuation fund. Originally established as a defined contribution fund under the *First State Superannuation Act 1992(NSW)*, and as constituted by the Trust Deed dated 19 February 1999 (as amended), the Fund also provides defined benefits following its merger with Health Super Fund on 30 June 2011. The Fund provides superannuation benefits (including income streams), and insurance benefits (where applicable) to members and their dependants or beneficiaries.

On 1 May 2006, the Fund became a regulated superannuation fund under the Superannuation Industry (Supervision) Act 1993.

On 18 April 2013, the Trustee was authorised to offer a MySuper product with effect from 1 July 2013.

On 12 May 2020, the Australian Prudential Regulation Authority (APRA) granted the Trustee the authority to offer another class of beneficial interest of MySuper product, known as Growth (MySuper), as part of the successor fund transfer with Victorian Superannuation Fund on 30 June 2020.

The Fund merged by way of Successor Fund Transfer (SFT) with the following funds:

- StatePlus Retirement Fund, on 30 June 2019;
- Victorian Superannuation Fund, on 30 June 2020; and
- Western Australian Superannuation Fund, on 3 December 2020

The Trustee holds all assets of the Fund in trust and is liable for all liabilities of the Fund. The Trustee is entitled to indemnity from the assets of the Fund. The Fund is a reporting entity for accounting and taxation purposes.

The principal place of business of the Fund is:

Level 28
388 George Street
Sydney, NSW, 2000

2. Basis of Preparation and Significant Accounting Policies

2.1 Basis of preparation

These financial statements are general purpose financial statements which have been prepared in accordance with the Corporations Act 2001, Australian Accounting Standards, and other authoritative pronouncements issued by the Australian Accounting Standards Board (AASB) and comply with other requirements of the law.

The financial statements comprise the individual financial statements of Aware Super Pty Limited. For the purposes of preparing the financial statements, the Company is a 'for profit' entity.

The financial statements have been prepared on a historical cost basis. Historical cost is based on the fair values of the consideration given in exchange for assets. All amounts are presented in Australian dollars, unless otherwise indicated.

The following significant accounting policies have been adopted in the preparation and presentation of the financial report. Unless otherwise stated, these policies are consistent with those applied in the previous year.

2. Basis of Preparation and Significant Accounting Policies (continued)

2.2 Statement of Compliance

Compliance with Australian Accounting Standards ensures that the financial statements and notes of the Company comply with International Financial Reporting Standards ('IFRS') as issued by the International Accounting Standards Board (IASB). Consequently, this financial report has been prepared in accordance with and complies with IFRS as issued by the IASB.

The financial statements were authorised for issue by the Directors on 23 September 2021.

2.3 Rounding of amounts

The Company is a company of the kind referred to in *ASIC Corporations (Rounding in Financials/Directors' Reports) Instrument 2016/191*, dated 24 March 2016, and in accordance with that Corporations Instrument amounts in the financial statements are rounded off to the nearest dollar, unless otherwise indicated.

2.4 Significant event

COVID-19 was declared a pandemic by the World Health Organisation on 11 March 2020. The economic impacts of the pandemic have increased uncertainty in the economies that the Company operates in, and increased risk in the underlying assumptions applied in the Company's business initiatives. The length and severity of the pandemic's impact on the Company's operations is uncertain and is partly dependent on the success of government departments' responses in addressing the pandemic. These changes in market conditions are being managed in part by the Company's monitoring of liquidity risk, through the modelling of future cash flow expectations and forecasts, including the performance of scenario analyses, which is part of the Company's Risk Management Framework

Operationally, the Company has had to invoke its business continuity plans and has changed its operating model to ensure the safety of staff and compliance with recommendations and regulatory policy requirements issued by government departments. Where local lockdowns have required office closures, the majority of employees in those locations have worked from home and the operations of the Company have continued uninterrupted.

The Company will continue to monitor and respond to the evolving impact of COVID-19 on the operational and financial performance of the Company.

2.5 Going concern

The financial statements have been prepared on the going concern basis. The directors have, at the time of approving the financial statements, a reasonable expectation that the Company have adequate resources to continue to meet its debts as they fall due until at least the next twelve months from the date of signing these financial statements

2.6 Cash and Cash Equivalents

Cash includes cash on hand and deposits held at call with a bank or financial institution and highly liquid investments with short periods to maturity which are readily convertible to cash and which are subject to insignificant risk of changes in value.

2. Basis of Preparation and Significant Accounting Policies (continued)

2.7 Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. Revenue is recognised when the Trustee invoices the Fund for reimbursement of the remuneration paid/payable to the Directors.

Reimbursements

The Trustee's predominant source of revenue is the receipt of fees charged for the provision of trustee services to the Aware Super Group. Director fees are accrued on a monthly basis and charged to Aware Super the "Fund" monthly in arrears.

Management considered the detailed criteria for the recognition of revenue set out in AASB 15 *Revenue from Contracts with Customers* and, in particular, whether the entity had transferred control of the goods to the customer. In accordance with AASB 15, the provision of services constitutes the provision of an asset, which is often transferred to the customer and consumed immediately. The reimbursements are for a series of performance obligations incurred in delivering trustee services to Aware Super and its related entities. Revenue is recognised when each performance obligation is met, being when costs are incurred.

2.8 Receivables

Trade receivables, loans and other receivables that have fixed or determinable payments that are not quoted in an active market are classified as 'loans and receivables'. Loans and receivables are measured at amortised cost using the effective interest method, less any impairment. Interest income is recognised by applying the effective interest rate, except for short-term receivables where the effect of discounting is immaterial.

The Trustee applies the AASB 9 simplified approach to measuring expected credit losses ("ECL"), which uses a lifetime expected loss allowance for all trade receivables and contract assets. To measure the ECL, trade receivables have been grouped based on shared credit risk characteristics and the days past due. Expected loss rates are based on historical actual write-off rates and forward-looking indicators that might impact the recoverability of balances.

With the exception of intercompany receivables, the Trustee considers that default has occurred when a financial asset is more than 90 days past due unless the Trustee has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

2.9 Payables

Accounts payable are recognised when the Fund becomes obliged to make future payments resulting from the purchase of goods and services and are recognised at their nominal value which is equivalent to net market value.

2.10 Goods and Services Tax (GST)

Revenues, expenses and assets are recognised net of the amount of goods and services tax (GST); except where the amount of GST incurred is not recoverable from the taxation authority, it is recognised as part of the cost of acquisition of the asset or as part of an item of expense.

Receivables and payables are stated with the amount of GST included.

The net amount of GST recoverable from, or payable to, the taxation authority is included as a current asset or liability in the Statement of Financial Position.

2. Basis of Preparation and Significant Accounting Policies (continued)

2.11 Use of Judgements and Estimates

In the application of Accounting Standards, management is required to make judgments, estimates and assumptions about carrying values of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstance, the results of which form the basis of making the judgments. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

Judgements made by management in the application of Accounting Standards that have significant effects on the financial statements and estimates with a significant risk of material adjustment in the next year are disclosed, where applicable, in the relevant notes to the financial statements.

2.12 Adoption of new and revised accounting standards

The Trustee has adopted all the recognition and measurement requirements in all new and revised Standards and Interpretations issued by the AASB, that are relevant to its operations and effective for annual reporting periods beginning on 1 July 2020. These are:

- Amendments to Definition of a Business (AASB 2018-6)
- Amendments to Definition of Material (AASB 2018-7)
- Revised Australian Accounting Standards Board Conceptual Framework for Financial Reporting (AASB 2019-1)

The adoption of the above Standards and Interpretations for the financial year ended 30 June 2021 had no significant impact on the financial results of the Trustee.

2.13 Accounting Standards and Interpretations Issued, but not yet effective

A number of Australian Accounting Standards and Interpretations are in issue but are not effective for the current year end. The reported results and position of the Trustee will not change on adoption of these pronouncements as they do not result in any changes to the Trustee's existing accounting policies. Adoption will, however, result in changes to information currently disclosed in the financial statements. The Trustee does not intend to adopt any of these pronouncements before their effective dates.

3. Revenue

	2021 \$	2020 \$
Reimbursement from the Fund for:		
Remuneration and reimbursements paid to Directors	1,645,869	1,597,234
Payroll tax on Directors' remuneration	76,170	81,839
Total Revenue	1,722,039	1,679,073

4. Receivables

	2021 \$	2020 \$
Amount due from the Fund	55,923	43,718
	55,923	43,718

5. Remuneration of External Auditors

Amounts paid or payable for external audit services in relation to the Trustee that have been paid by the Fund:

	2021 \$	2020 \$
Deloitte Touche Tohmatsu - Aware Super Pty Ltd (formerly FSS Trustee Corporation) Financial Report	11,000	11,000

6. Contingent Liabilities

The Trustee had no contingent liabilities at 30 June 2021 (2020: \$Nil).

7. Issued Capital

Under the terms of the Constitution of the Trustee, fourteen (2020: thirteen) \$1.00 Redeemable Preference Shares issued are to members of the Trustee.

Only Directors of the Trustee are eligible to become a member and hold a share. The terms of issue of the Redeemable Preference Shares do not permit the distribution of dividends and they are not transferable. On redemption of the shares, the only right held by the member is the repayment of the \$1.00 issue price.

	2021	2020
	\$	\$
Issued Capital		
Opening balance at 1 July 2020	13	13
Total comprehensive income for the period	-	-
Issue of preference shares	4	2
Redemption of preference shares	(3)	(2)
Closing balance at 30 June 2021	14	13

8. Related Parties

The Aware Super Pty Ltd is the Trustee of Aware Super (the "Fund").

The Trustee is reimbursed by the Fund, on a cost recovery basis, for the remuneration paid to Directors. Details of the amount of reimbursement paid by the Fund during the year are disclosed in Note 3 and the amount receivable from the Fund at balance date is disclosed in Note 4.

8. Related Parties (continued)

The following were key management personnel of the Fund. No Executive is a Director of the Trustee.

Non-Executive Directors of the Trustee	
Mr N Cochrane	Independent Director & Chairman of the Board
Mr G Bunney	Employer representative, Leading Age Services Australia
Ms P Carew	Member representative, Australian Nursing and Midwifery Federation (VIC branch)
Mr J Dixon	Member representative, Unions NSW
Ms J Furlan	Employer representative ¹
Dr R Kelly	Member representative, Health Services Union (resigned 30 June 2021*)
Mr P Moffitt	Employer representative ¹
Mr M Morey	Member representative, Unions NSW
Ms R Ramwell	Employer representative ¹
Ms N Steer	Member representative, Unions NSW
Mr T Symondson	Employer representative, Victorian Healthcare Association
Ms A Maseiro	Member representative, Australian Education Union (VIC branch) (appointed 1 July 2020)
Ms G Bell	Employer representative, Victorian Public Sector Commission (appointed 1 July 2020)
Ms P Faulkner AO	Employer representative, Department of Education and Training Victoria (appointed 1 July 2020)
Mr T Bates	Member representative, Community and Public Sector Union (appointed 1 July 2020)
¹ Jointly appointed by the Secretary, NSW Department of Premier and Cabinet and the Secretary of the Treasury, NSW	
* Ms A Nigro was appointed as a member representative director of the Health Services Union on 1 July 2021	

Executives	
Ms D Stewart	Chief Executive Officer
Mr G Arnott	Deputy Chief Executive Officer (resigned 31 July 2020)
Ms J Brennan	Chief Operating Officer
Mr P Chun	Group Executive, Member Growth (resigned 19 August 2021)
Ms J Couchman	Chief Risk Officer
Mr M Dundon	Executive Consultant, Corporate Development (appointed 1 July 2020)
Mr R Elliott	Group Executive, Finance Strategy & Transformation
Ms S Forman	Group Executive, Advice
Mr D Graham	Chief Investment Officer
Mr S Hill	Group Executive, People and Workplace
Ms D Mika	Chief of Staff (Acting Group Executive of Member Growth from 26 May 2021)
Mr I Pendleton	Group Executive, Legal & Company Secretary

8. Related Parties (continued)

The key management personnel compensation in relation to services to the Fund is as follows:

KMP Compensation	2021 \$	2020 \$
Short term employee benefits, non-executive Directors' and Executives' salaries	7,869,159	7,478,176
Post-employment benefits, superannuation contributions made on behalf of non-executive Directors and Executives	363,915	324,259
Other long-term employee benefits, long service leave expenses for Executives	736,418	679,447
Termination benefits	600,922	76,130
Total Compensation	9,570,414	8,558,012

Total compensation for the financial year ended 30 June 2021 has increased as compared to the prior financial year reflecting the full year impact of the increase in the number of key management personnel following the operational integration and consolidation as a service entity of Aware Super Financial Services Australia Limited into Aware Super in the prior financial year.

The fees or salaries provided to Directors include superannuation fund contributions and fees received for acting as a Director or a member of a committee. Committee memberships are set out on page 6.

The membership terms and conditions for those Directors and Executives who are members of the Fund are the same as those available to other members of the Fund.

Where any of the Trustee's Directors are Directors, Consultants or Executives of, or otherwise related to, an entity with which the Fund transacts, those transactions are conducted on an arms-length basis, under normal commercial terms and conditions. The Trustee regularly updates its Conflicts Registers and ensures any conflicting interest is appropriately managed by, for example, the conflicted Director declaring their interest to the meeting, the Director being requested not to participate in the discussion, or the Director absenting himself or herself from the discussion.

9. Registrable Superannuation Entity Status – Guarantees and Warranties

On 1 May 2006, the Trustee was granted Registrable Superannuation Entity (RSE) Licence status regulated by the Australian Prudential Regulation Authority (APRA), to act as Trustee of the Fund which is a Public Offer Superannuation Fund.

The Trustee's RSE Licence requires it to have the following arrangements in place:

- a) An independent Custodian holding the assets of the Fund; and
- b) That the Custodian have at least \$5 million in net tangible assets.

9.1 Independent Custodian

State Street Australia Limited is the Fund's custodian for investments and related cash.

The custody and administration of the fund are performed by the following entities on 30 June 2021:

Whole of Aware Super fund	Administration of Fund	Custodian
Retirement Division (heritage StatePlus Retirement Fund)	First State Super Product Services Trust	State Street
Heritage VicSuper	Self-administered	State Street
Balance of Aware Super (including former WA Super fund)	Mercer Administration Services (Australia) Pty Limited	State Street

The administrators of the Fund are the custodian of the Fund's bank accounts that manage the processing of contributions, maintaining member records, and paying benefits.

9.2 Net Tangible Assets

The Trustee has received undertakings from the Custodian that it will maintain at all times during their appointment as custodian with the Trustee, either net tangible assets of at least \$5 million or be entitled to a benefit under an approved guarantee for \$5 million.

The undertakings enable the Trustee to comply with the requirements of its Registrable Superannuation Entity Licence.

10. Trustee and Right of Indemnification

The Trustee holds all assets of the Fund in trust and is liable for all liabilities of the Fund. The Trustee is entitled to be indemnified from the assets of the Fund to satisfy these liabilities.

The assets and liabilities of Aware Super as at 30 June 2021 are as follows:

	2021	2020
	\$'m	\$'m
Assets		
Financial assets	150,509	123,252
Other assets	2,516	2,629
Deferred tax assets	612	430
Total Assets	153,637	126,311
Liabilities		
Payables	2,393	886
Financial Liabilities	710	303
Deferred tax liabilities	2,508	1,790
Member liabilities	146,696	122,299
Total liabilities	152,307	125,278
Net Assets	1,330	1,033

11. Events Subsequent to Reporting Date

On 29 July 2021, the Board approved the business case to proceed with a proposed Successor Fund Transfer (SFT) with The Victorian Independent Schools Superannuation Fund (VISSF), with the intended SFT date being in November 2021.

Noting the matters above, there has not arisen in the interval between the end of the financial year and the date of this report any other item, transaction or event of a material and unusual nature likely to significantly affect the operations of the Trustee, the results of those operations or the state of affairs of the Trustee in financial years subsequent to 30 June 2021.

End of Audited Financial Statements